

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <i>et al.</i> ,)	Case No. 01-1139 (KJC)
)	
Reorganized Debtors.)	Jointly Administered
)	

DECLARATION OF JAMES P. SINCLAIR

I, James P. Sinclair, declare under penalty of perjury and pursuant to 28 U.S.C. § 1746:

1. I am a Senior Managing Director of the applicant, Charter Oak Financial Consultants, LLC (“Charter Oak”).
2. I am familiar with the other work performed on behalf of the Committee by the professionals at Charter Oak.
3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have review Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application substantially complies with such Rule and Order.
4. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.

Executed on May 12, 2014.


James P. Sinclair